

# **BEN 10: ALIEN FORCE**

Episode #689-018

“TIME HEALS”

Story Outline

LOG LINE: After swiping a book of spells from the sorcerer Hex, Gwen goes back in time to stop Ben and Kevin from hacking the Omnitrix, which turned Kevin into “a monster.” But as Paradox explains, efforts to set things right usually make things worse. Thus Gwen inadvertently creates a warped reality in which Hex rules the world, Kevin is Charmcaster’s slave, Ben is a tortured prisoner and Gwen, well, Gwen is dead! Fighting huge odds, Gwen retrieves the book from Hex and travels back in time again to confront two other versions of herself at the critical moment. Can she get it right this time?

**FIRST DRAFT**

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**BEN 10: ALIEN FORCE**  
"TIME HEALS"  
**TEASER**

**1. EXT. HEX'S LAIR (DESIGN ONE) - NIGHT**

FADE IN on a stone-walled MANOR deep in a forest; it appears to be abandoned. Then SOMETHING approaches, a SHIMMERING SPHERE that reflects the moonlight as it pushes through the surrounding grass. The orb reaches the side of the building and then dissipates, revealing a MASKED AND COSTUMED FEMALE in the dark. Silently, she floats up to a leaded window, opens it with a wave of her hand and glides inside. The window closes behind her.

**2. INT. HEX'S LAIR (DESIGN ONE) - LIBRARY - NIGHT**

The Figure scans a LIBRARY filled with dusty BOOKS. She gestures; one of the tomes levitates off a shelf. But as it reaches her, she hears a DOOR <CREAK> open. SWISH PAN TO a WIZENED FIGURE standing in the doorway. He gazes about the room, but the intruder is nowhere to be seen. "I could've sworn I sensed..." Another VOICE (CHARMCASTER) insists, "I told you, there's nothing here. Now can we go to sleep?" The door shuts. In the shadows, the reflective orb fades, revealing the intruder. She doffs her mask; it's Gwen, dressed in her old LUCKY GIRL COSTUME. She flips through the book and finds what she came for. "Well, aren't I a Lucky Girl!" FADE OUT.

**ACT ONE**

**3. EXT. / INT. GWEN'S HOUSE - NEXT MORNING**

The guys stand ringing the door bell, bickering about when Gwen told them to arrive. Then Gwen returns on the run, still in costume and carrying a satchel. "Where have you been?" She unlocks the door and dashes upstairs. "Errand! Be down in a minute!" she calls, breathless. "And why is she dressed like that?" Ben puzzles.

The guys stand in the downstairs hall, nonplussed. "You see that? She barely looked at me," gripes Kevin. "She doesn't even pretend she can stand me anymore. I mean, look at me." He glowers at a wall mirror. "Do I have to?" Ben quips, then heads into the kitchen.

Gwen stands eavesdropping on the upstairs landing, cradling the Book she carried in the satchel. Heart aching, she whispers: "Oh, Kevin. I will make things okay again -- whatever it takes!" She slips into:

**4. INT. GWEN'S HOUSE - BEDROOM - CONTINUOUS - MORNING**

Gwen sits on her bed with the *Archamada Book of Spells*<sup>1</sup> (or some other tome, if preferred) in her lap. She centers herself, preparing to cast a TIME TRAVEL INCANTATION... when an O.S. VOICE interrupts: "There's an old saying in my field. Time Travel is for immortals and fools."

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<sup>1</sup> see Ben 10 season one, #110, "Lucky Girl"

Gwen opens her eyes to find PARADOX<sup>2</sup> standing before her. "And you are neither. So I implore you, do not go through with this." Gwen insists that she must travel back in time to the day Ben and Kevin tried to hack the Omnitrix. "If I can stop them, there won't be any explosion. Kevin will be like he was. It's the only way!"

Paradox counters, "Actually, there is always another way. And sometimes, to do something, all you need to do is nothing." "I can't let him go on like this!" Gwen insists.

"Suit yourself. But take my word -- you will unleash forces that you can neither comprehend nor control." With a shrug, Paradox disappears without a trace.

Gwen recites the ancient spell. Unlike Paradox's subtle time travel style, she unleashes a maelstrom. A ROARING VORTEX opens overhead, scattering the contents of her room before it swallows her. On a THUNDERCLAP, CUT TO:

##### 5. **INT. KEVIN'S GARAGE - DAY (PAST)<sup>3</sup>**

For those who missed the episode, **RE-USE ANIMATION** from the final scene of "Vengeance of Vilgax, Pt. 1":

*Ben hooks the Omnitrix back up and fiddles with the control panel. "I'm pretty sure I know how to do this myself anyway..." The Omnitrix starts to glow brightly,*

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<sup>2</sup> See *Ben 10: Alien Force* season one, #680-012, "Paradox."

<sup>3</sup> See *Ben 10: Alien Force* season two, #689-001, "Vengeance of Vilgax, Pt. 1."

leaking Kirby dots. It emits a <WHINE> that gets louder and louder. Gwen cries, "Ben, that doesn't look right, turn it off!" "Never mind that, it's overloading!" shouts Kevin. "Dump the watch!" Ben tries to take the watch off. "It'll take too long! Run for it, both of you!"

Kevin runs over and tries to uncouple the Omnitrix from the machine. "Maybe I can --" Just as Kevin touches the Omnitrix, there's a terrific EXPLOSION [**END RE-USE**; **BEGIN NEW ANIMATION**]... which FREEZES, then quickly REWINDS.

CLOSE ON GWEN (hereafter, PAST GWEN). She blinks as she notices that TIME HAS STOPPED for Ben and Kevin. "What's happening?" "It's complicated," admits 'our' Gwen (hereafter, TRAVELER GWEN) as she steps into view. Past Gwen is ready for a fight. "Who are you?" "Whom do I look like? I'm you. I just traveled back in time!"

Past Gwen snorts. "Prove it." "Huh?" "Tell me something that only I know. What if you're a trick? A clone? An evil twin?" "I don't have time for this!" Traveler Gwen pleads. Past Gwen scoffs, "You're a time traveler. You should have all the time in the world."

Impatient, Traveler Gwen whispers in Past Gwen's ear. Past Gwen winces, then looks her in the eye. "Okay, sold, and also, yuck." "Wasn't my idea." Past Gwen glances at the immobilized Ben and Kevin. "Why are you here?"

Traveler Gwen tells Past Gwen that she must prevent Ben and Kevin from hacking the Omnitrix, or Kevin will pay a terrible price. "Are you sure?" "You will never forgive yourself if you let this happen, trust me." The two Gwen's lock gazes. Past Gwen nods. Then TIME STARTS MOVING and an earlier part of the scene plays [**RE-USE ANIMATION**]:

*Past Gwen insists, "It's too risky." Ben counters, "It's riskier not to. I've figured out a lot about how the Omnitrix works, but if we can bypass the safeguards -- "*

**[END RE-USE; NEW ANIMATION RESUMES]**

Suddenly, Past Gwen projects TWO FORCE BEAMS, picks up Ben and Kevin and SLAMS them against a wall. "I said, it's too risky!" she barks. "Now promise me you aren't going to hack the Omnitrix!" They object. She FRIES the gear Kevin collected, then increases her beams' power, squeezing the guys. "Promise!" "Fine, okay, we promise!" She releases Kevin and Ben, who drop. "What'd you do that for?" Ben wheezes. Looking at Kevin, Past Gwen replies, "Just trust me." She goes over to Kevin and hugs him, crying quietly. Kevin and Ben trade 'what's with her?' looks.

OUTSIDE, Traveler Gwen peers through a window, smiling. "Good girl," she sighs. As another ROARING TIME VORTEX opens overhead and sucks her in, SMASH CUT TO:

6. **INT. GWEN'S HOUSE - ALTERNATE PRESENT - MORNING**

CLOSE ON GWEN; she blinks. ZOOM OUT. She's back on the bed in her ROOM. The Book is missing -- and she's dressed in sweats and a T-shirt, not her Lucky Girl costume (this version is THIRD GWEN). "I did it!" she cries, and runs downstairs. Only, Ben and Kevin are nowhere to be found. She heads outside, calling out to the guys...

7. **EXT. GWEN'S HOUSE - CONTINUOUS - DAY**

...But as Third Gwen exits, she skids to a halt, aghast. Her POV REVEALS what she sees: several ROCK MONSTERS<sup>4</sup> shuffling zombie-like along the sidewalk, plus a few WRECKED CARS littering the street... a suburban idyll transformed into a scene from a horror film.

Just then, one of the Rock Monsters turns and spies her. PANIC ZOOM INTO CLOSE-UP. It emits a shrill, *Invasion of the Body Snatchers* <SCREAM>. On Third Gwen's look of horror, FADE OUT.

**ACT TWO**

8. **EXT. GWEN'S HOUSE - RESUME ACTION - DAY**

The Rock Monsters loom closer. Third Gwen realizes that these may be innocent bystanders in the thrall of a spell. She warns them that "I don't want to hurt you" -- until one of them swings at her and punches a hole in the

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<sup>4</sup> *Ben 10: Alien Force*, season two, episode #689-009, "In Charm's Way"

front wall of her house! That tears it. She fires a VOLLEY OF BLASTS to repulse her attacker. The others back off, providing an opening. Commandeering an abandoned bicycle, Traveler Gwen tears off down the street. WIPE TO:

**9. EXT. SUBURBAN STREETS - VARIOUS - DAY**

Third Gwen's nightmare gets worse at every turn; she ends up running a Rock Monster gantlet as she skids around, under and through the creatures.

In QUICK SCENES (providing humor as well as danger), Gwen encounters Rock Monsters from every walk of life:

\* Riding past a SCHOOL, Gwen has to evade the attack of ROCK MONSTER SCHOOL CHILDREN, who pitch playground equipment at her as if they were toys.

\* No sooner does she get past them, then a ROCK MONSTER MAILMAN tries to run her down with his truck. Third Gwen uses her powers to flip the vehicle, leaving behind a trail of yellowing junk ads.

\* Heading into town, she comes across a police barricade in front of a bank, the scene of a never-ending ROCK MONSTER COPS-AND-ROBBERS shootout (a bit of Bizarro-World silliness). However, when Gwen comes into the picture, both sides train their weapons on her! WIPE TO:

10. **EXT. DOWNTOWN - SOON - DAY**

Third Gwen reaches the center of town, hoping to alert the authorities. Alas, there are no authorities -- only more of the Rock Monsters, as far as the eye can see.

11. **EXT. DOWNTOWN - DEAD-END ALLEY - DAY**

Outnumbered and terrified, Gwen hides in an alley with her back against a wall. "What's happened?" she gasps. "You happened," interjects Paradox, suddenly standing beside her. "Would you please stop doing that?" Gwen snaps. Paradox explains that when Gwen prevented the explosion, she kept Kevin from mutating. "Yeah, that was the plan!" "And every plan has unintended consequences. In this case, the next time Hex and Charmcaster tried to take over the world, the new Kevin, or rather the old Kevin, wasn't powerful enough to help stop him."

Third Gwen is stunned. "Everyone's gone?" Paradox sadly smiles. "Oh, no, dear, not gone. All those Rock Monsters you saw? They're your neighbors, your friends, your family." Third Gwen sobs, "I didn't know!" "No, you didn't listen. I warned you, Time Travel is for immortals and fools. And as I said, you're not immortal, so that only leaves the other option, doesn't it?"

Third Gwen asks, "Am I really the last person on Earth?" "Oh, no. A few others escaped Charmcaster's

spells and they still try to resist. But there's no point, really. It's all over but the shouting. And the torture. And the screaming..." Third Gwen grabs him by the shoulders. "Who's left?!" SMASH CUT TO:

**12. EXT. HEX'S LAIR (DESIGN TWO) - DAY**

In an instant, Paradox and Third Gwen are seated in the branches of a tall tree, peering over the security perimeter of Hex's Lair. The Lair is no longer a derelict manor, but a fortress, complete with ROCK MONSTER GUARDS.

Paradox points. "See, there's your Kevin -- a play toy for Charmcaster." Third Gwen sees Charmcaster teasing and mistreating another Rock Monster, whose face, although distorted, still bears a resemblance to Kevin's.

Third Gwen becomes very quiet. "What about Ben?"

"Ah, Ben. He fought as long as he could -- but they caught him, too. Pity -- he was humankind's last hope."

Third Gwen turns to Paradox, a dire realization dawning. "What do you mean 'last hope?'" What about me?"

Paradox replies, "Well, Gwen, you're dead!" FADE OUT.

**ACT THREE**

**13. EXT. HEX'S LAIR (DESIGN TWO) - RESUME ACTION - DAY**

Third Gwen nearly falls off her perch in the tree. "I'm not dead!" She pinches herself. "Ow! See?" Paradox

sighs. "That's the odd thing about time travel." He points to her. "This you is the you that used to be. The other you is the you that you became -- and then became deceased. And one could make a case that there are still more versions of you flitting about Time, trying to rectify the botch that one of you has made of everything." "This is giving me a headache," Third Gwen groans. "Good, that proves this version of you isn't dead yet," Paradox quips.

Third Gwen realizes that she must undo what she's done. Paradox warns her that stealing the Book of Spells won't be as easy this time, "What with all of the new fortifications, an army of Rock Monsters, Hex and Charmcaster's heightened magic powers..." He looks over and realizes that Third Gwen has dashed off. "And so it begins -- or ends. Hard to say," he muses to himself. CUT TO:

**14. EXT. HEX'S LAIR (DESIGN TWO) - PERIMETER - DAY**

Third Gwen somersaults over the outer wall and cloaks herself in a REFLECTIVE SPHERE, as in the Teaser. She stealthily approaches the lair. Then a powerful BOLT CRACKLES INTO SHOT, shatters her sphere and sends her flying. She grimaces as Charmcaster floats downward. "You're dead! I killed you myself!" Third Gwen returns fire and blows Charmcaster out of the sky. "Thanks for

clearing that up," Third Gwen says, giving the teen sorceress an extra <ZAP> for good measure. CUT TO:

**15. INT. HEX'S LAIR - LIBRARY - MOMENTS LATER - DAY**

Third Gwen again floats in through the window and starts to search the shelves. A CHAIR in the far corner swivels around. In it sits the wizened Hex, holding the Spell Book. He looks her over, unsurprised: "You're the Time-Lost Gwen, aren't you? The last remaining link to a less appealing past. I've been waiting such a long time for you to appear -- and now, finally, here you are!"

Third Gwen is taken aback. "How do you know all that?" "There are other spells in this book. You don't have to travel through Time to know something about it -- how it can sweep you one way or another, like a river. Well, I happen to like the course that events have taken, and I don't intend to let you change that."

Suddenly the library's door EXPLODES inward, blasted to bits by the disheveled and furious Charmcaster. Hex mock-scolds his 'darling niece' for making a mess. "I promise I'll clean it up, 'dear uncle,'" she snarls.

"You two creep me out," Third Gwen says as she lands the first blow, kicking Charmcaster across the room. Unwilling to let Gwen's superior physical prowess win the day, Charmcaster calls in reinforcements -- specifically,

the Rock Monster-Who-Was-Kevin. Third Gwen tries to get through to him, pleading to remember who he was -- but he's too far gone and, following Charmcaster's orders, the creature tries to clobber her. Rather than battle him, Third Gwen <BLASTS> a hole in the floor and drops in, falling past several levels until she reaches...

**16. INT. HEX'S LAIR - DUNGEON - SECONDS LATER - DAY**

Third Gwen lands hard in the lair's basement<sup>5</sup>. Stumbling to her feet, she sees that the room contains all of the alien-tech equipment that Kevin collected. Even worse, some of that gear is being used to contain and torture Hex and Charmcaster's last surviving enemy -- BEN! He bobs inside a SIZZLING ENERGY FIELD, but in SPIDER-MONKEY form -- barely alive.

Appalled at the sight of her cousin in such a state, Third Gwen short-circuits the Field Generator. Spider Monkey falls to the floor and reverts to human form.

She rushes over to the dazed Ben, who sobs, incredulous at the sight of her. "You're alive. How?" She starts to explain, but soon gives up. "It's a long story," Third Gwen says, helping him stand. "I'll tell you after I get you out of here."

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<sup>5</sup> Suggested LAYOUT RE-USE: *Ben 10: Alien Force* season one, episode #680-021, "Pet Project," INT. LANCELOT LAKE ESTATES MANSION BASEMENT.

"Oh, like that's going to happen!" scoffs Charmcaster as she swoops down the basement stairs, leading several Rock Monsters. Despite his injuries, Ben slaps the sputtering Omnitrix and manages to turn into SWAMPFIRE. In a brief super-powered fracas, Third Gwen and Swampfire battle Charmcaster and the Rock Monsters to a draw -- until Hex floats in, vowing to finish off both of them.

However, Swampfire strikes first, using a MOLTEN BLAST to knock the Book of Spells from his grasp. It tumbles into the hands of -- Third Gwen! But just when it looks like they have the advantage, the Omnitrix goes kaput. Swampfire reverts to Ben. As their enemies regroup, Third Gwen makes a painful decision. "Ben, you have to hold them off -- give me time to cast the Time Travel spell again!"

Ben nods, knowing it's a death sentence. He grabs one of the alien weapons strewn at his feet. "Do what you have to do. I trust you." And in a final, heroic act, Ben charges, drawing fire from their foes long enough for Third Gwen to recite her Spell. The VORTEX opens and suddenly...

#### 17. **INT. KEVIN'S GARAGE - DAY**

...We are back at the moment when Traveler Gwen is imploring Past Gwen to stop the guys from hacking the Omnitrix. "Are you sure?" "You will never forgive yourself if you let this happen, trust me."

Third Gwen steps in to warn Past Gwen, "No, don't trust her. She hasn't a clue what she's talking about!"

[ART NOTE: as indicated, each one is dressed differently.]

Traveler Gwen objects. "I came here to set things right!" Third Gwen shakes her head, paraphrasing what Paradox told her. "Yeah, but you only made things worse!"

Traveler Gwen wavers. "So she -- we -- can't keep Kevin from mutating." "No." And just to be sure Past Gwen doesn't interfere, Third Gwen casts a spell to make her forget what she learned. As Past Gwen staggers, Third Gwen turns to Traveler Gwen. "C'mon. We don't belong here."

A moment later, TIME STARTS UP AGAIN. Gwen, Kevin and Ben replay the scene that led to the explosion:

*Gwen cries, "Ben, that doesn't look right, turn it off!" "Never mind that, it's overloading!" shouts Kevin. "Dump the watch!" Ben tries to take the watch off. "It'll take too long! Run for it, both of you!"*

#### 18. **EXT. KEVIN'S GARAGE - CONTINUOUS - DAY**

Traveler Gwen and Third Gwen watch through a window, then turn away as we hear Kevin inside: "Maybe I can -- " But of course, he can't. An EXPLOSION rips through the garage. Traveler Gwen glares at Third Gwen. "I hope you got what you wanted." "I hope I did too." A TIME VORTEX opens above them; as they start to MERGE, SMASH CUT TO:

**19. INT. GWEN'S HOUSE - BEDROOM - PRESENT DAY**

Gwen finds herself sitting cross-legged on her bed. She looks down. The Spell Book is missing. "Oh no!" Just then, there is a <KNOCK>. Gwen startles. The bedroom door opens. Ben peeks in, followed by Kevin, still in his mutated form. "'Oh no' what? Are you okay?" Ben asks. "Yes," Gwen replies, relieved. "Well, that makes one of us," Kevin growls, trudging back downstairs. Ben makes a "looks aren't everything" joke and follows.

Gwen goes to the window and sees that the neighborhood is back to normal: there are children playing hopscotch on the sidewalk; and the Postman delivers mail. Gwen smiles and wipes a tear. "Yeah. Everything's fine."

She starts to exit, then, sensing another presence, turns to find Paradox leaning in the corner. "What are you doing here?" she says, clearly not remembering her adventure. Paradox smiles. "What am I doing? Nothing." Then he's gone. Gwen shakes her head and exits. FADE OUT.

**END OF OUTLINE**